

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

LAW DEPARTMENT

December 9, 1987

7 345A014

Secretary of the Interstate
Commerce Commission
Washington DC 20006

DEC 11 1987 10 12 AM

Re: General American Transportation Corporation
Equipment Lease No. 86-3

INTERSTATE COMMERCE COMMISSION

Ladies and Gentlemen:

Enclosed herewith are nine (9) signed copies of Lease Supplement No. 1 dated as of October 20, 1987, amending the Schedules thereto showing Casualty Values, Early Termination Values and Optional Termination Values, together with our check for \$10 to cover the filing and recordation fees.

The Equipment Lease was first recorded in the office of the Secretary of the Interstate Commerce Commission on December 19, 1986 under Recordation No. 15129.

The Equipment referred to in the enclosed consists of cars described in the aforementioned Equipment Lease (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said Lease.

The names and addresses of the parties referred to in said Lease and Supplement No. 1 thereto are:

Wilmington Trust Company
as Trustee under GATX Trust No. 86-3
Rodney Square North
Wilmington, Delaware 19890
Attention: Equipment Leasing Administration

General American Transportation Corporation
120 S. Riverside Plaza
Chicago, Illinois 60606
Attention: Vice President, Finance

100 OFFICE OF
THE SECRETARY
DEC 11 9 55 AM '87
MOTOR OPERATING UNIT

If you have any questions, feel free to call me at (312) 621-6588.

Very truly yours,

Bronna L. Wasserman
Bronna L. Wasserman

BLW:bn
Enclosures

Counterpart - Del. I. Schell

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Bronna L. Wasserman
120 South Riverside Plaza
Chicago, IL 60606

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/]]/87 at 10:00AM, and assigned recordation number(s). 15129-A

Sincerely yours,

Norita L. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

LEASE SUPPLEMENT NO. 1

DEC 11 1987 - 10 42 AM

This LEASE SUPPLEMENT NO. 1, dated as of October 20, 1987 between WILMINGTON TRUST COMPANY, a Delaware banking corporation not in its individual capacity but solely as Trustee (the "Lessor"), and GENERAL AMERICAN TRANSPORTATION CORPORATION, a New York corporation (the "Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of December 1, 1986, as (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease was recorded in the Office of the Secretary of the Interstate Commerce Commission on December 19, 1986 at 5 P.M. and was given recordation No. 15129.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of confirming any change in Fixed Rentals, Casualty Value, Early Termination Value and Optional Termination Value.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. Schedules D1, D-2, E-1, E-2, F-1 and F-2 to the Lease, showing Casualty Values, Early Termination Values and Optional Termination Values, are hereby amended to read in full as attached hereto.

2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Equipment Lease dated as of December 1, 1986" or the "Lease dated as of December 1, 1986" without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require.

3. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.

4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

[CORPORATE SEAL]

ATTEST:

By M. Cushing
Its Assistant Secretary

WILMINGTON TRUST COMPANY,
not individually but solely
as trustee under GATC Trust
No. 86-3

By W. P. [Signature]
Its Vice President

[CORPORATE SEAL]

ATTEST:

By James M. Albano
Its Asst. Sec.

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By W. C. Andrews
Its Vice President

Consented to as of the date first written above.

[CORPORATE SEAL]

ATTEST:

By _____
Its _____

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, AS SECURITY
TRUSTEE

By _____
Its _____

BLW:lw
6028E

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this 27th day of October, 1987, before me personally appeared Thomas P. Laskaris and Mark K. Cushing, to me personally known, who being by me duly sworn, says that he is a Vice President and Assistant Sec'y of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

G. Maria C. Stane
Notary Public

[NOTARIAL SEAL]

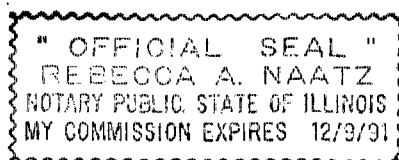
My commission expires: 9/10/90

STATE OF Illinois)
) SS
COUNTY OF Cook)

On this 30th day of October, 1987, before me personally appeared W. C. Andrews, to me personally known, who being by me duly sworn, says that is a Vice President of GENERAL AMERICAN TRANSPORTATION CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca A. Naatz
Notary Public

[NOTARIAL SEAL]



My commission expires: _____

6028E

4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

[CORPORATE SEAL]

ATTEST:

WILMINGTON TRUST COMPANY,
not individually but solely
as trustee under GATC Trust
No. 86-3

By _____

Its _____

By _____

Its _____

[CORPORATE SEAL]

ATTEST:

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By _____

Its _____

By _____

Its _____

Consented to as of the date first written above.

[CORPORATE SEAL]

ATTEST:

By 

Its CORPORATE TRUST OFFICER

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, AS SECURITY
TRUSTEE

By 

Its VICE PRESIDENT

BLW:lw
6028E

SCHEDULE OF CASUALTY VALUE

The Casualty Value for an Item of Equipment (Tank Cars) payable on the Term Lease Commencement Date or any Fixed Rental payment date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

<u>Term Lease Commencement Date or Fixed Rental Payment Date on which Casualty Value is Paid</u>	<u>Percentage of Purchase Price Payable as Casualty Value*</u>
January 1, 1987	102.253848
July 1, 1987	106.612567
January 1, 1988	103.673680
July 1, 1988	103.599156
January 1, 1989	102.319453
July 1, 1989	102.049254
January 1, 1990	100.663254
July 1, 1990	100.212427
January 1, 1991	98.732130
July 1, 1991	98.079732
January 1, 1992	96.496139
July 1, 1992	95.635470
January 1, 1993	95.954496
July 1, 1993	94.882279
January 1, 1994	95.090502
July 1, 1994	93.804550

*The percentages listed above include an allowance for recapture of investment tax credit pursuant to Section 47 of the Code ("ITC") and accelerated cost recovery system Deductions pursuant to Section 168 of the Code ("ACRS"). If any event giving rise to a payment of Casualty Value (or any payment determined by reference thereto) shall occur and the date as of which the Trustor suffers a recapture of ITC or ACRS shall be earlier or later than the date assumed in computing such Casualty Value, then such Casualty Value shall be appropriately increased or decreased solely to take account of the date as of which the Trustor suffers such recapture of ITC or ACRS and based otherwise on the same assumptions originally used in calculating the Casualty Values; provided that no adjustment will, under any circumstances and in any event, be an amount which, together with any other amounts required to be paid by Lessee hereunder, will be insufficient for Lessor to pay in full on any date and unpaid principal of and interest on the Notes with respect to which the Casualty Value is to be paid on such date. These Casualty Values include rental due; therefore, no additional rental shall be paid by Lessee upon Settlement of a Casualty Occurrence.

SCHEDULE D-1
(to Equipment Lease)
(Tank Cars)

Term Lease Commencement Date
or Fixed Rental
Payment Date on which
Casualty Value is Paid

Percentage of Purchase
Price Payable as
Casualty Value*

January 1, 1995	93.894526
July 1, 1995	85.550033
January 1, 1996	85.591127
July 1, 1996	81.292288
January 1, 1997	81.340018
July 1, 1997	76.722429
January 1, 1998	76.802455
July 1, 1998	71.880182
January 1, 1999	71.968284
July 1, 1999	66.700682
January 1, 2000	66.827335
July 1, 2000	61.121979
January 1, 2001	61.353259
July 1, 2001	55.172402
January 1, 2002	55.525199
July 1, 2002	48.827760
January 1, 2003	49.321084
July 1, 2003	42.062306
January 1, 2004	42.717533
July 1, 2004	34.848644
January 1, 2005	35.658924
July 1, 2005	27.313374
January 1, 2006	28.320730
July 1, 2006	20.068742
January 1, 2007	20.000000

*The percentages listed above include an allowance for recapture of investment tax credit pursuant to Section 47 of the Code ("ITC") and accelerated cost recovery system Deductions pursuant to Section 168 of the Code ("ACRS"). If any event giving rise to a payment of Casualty Value (or any payment determined by reference thereto) shall occur and the date as of which the Trustor suffers a recapture of ITC or ACRS shall be earlier or later than the date assumed in computing such Casualty Value, then such Casualty Value shall be appropriately increased or decreased solely to take account of the date as of which the Trustor suffers such recapture of ITC or ACRS and based otherwise on the same assumptions originally used in calculating the Casualty Values; provided that no adjustment will, under any circumstances and in any event, be an amount which, together with any other amounts required to be paid by Lessee hereunder, will be insufficient for Lessor to pay in full on any date and unpaid principal of and interest on the Notes with respect to which the Casualty Value is to be paid on such date. These Casualty Values include rental due; therefore, no additional rental shall be paid by Lessee upon Settlement of a Casualty Occurrence.

SCHEDULE D-1
(to Equipment Lease)
(Tank Cars)

SCHEDULE OF CASUALTY VALUE

The Casualty Value for an Item of Equipment (Airslide Hopper Cars) payable on the Term Lease Commencement Date or any Fixed Rental payment date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

<u>Term Lease Commencement Date or Fixed Rental Payment Date on which Casualty Value is Paid</u>	<u>Percentage of Purchase Price Payable as Casualty Value*</u>
January 1, 1987	101.545345
July 1, 1987	105.750968
January 1, 1988	101.709244
July 1, 1988	101.558923
January 1, 1989	100.208414
July 1, 1989	99.710647
January 1, 1990	98.093820
July 1, 1990	97.225740
January 1, 1991	95.326484
July 1, 1991	94.133825
January 1, 1992	92.162759
July 1, 1992	90.870211
January 1, 1993	90.906372
July 1, 1993	89.521093
January 1, 1994	89.162172
July 1, 1994	88.068398

*The percentages listed above include an allowance for recapture of investment tax credit pursuant to Section 47 of the Code ("ITC") and accelerated cost recovery system Deductions pursuant to Section 168 of the Code ("ACRS"). If any event giving rise to a payment of Casualty Value (or any payment determined by reference thereto) shall occur and the date as of which the Trustor suffers a recapture of ITC or ACRS shall be earlier or later than the date assumed in computing such Casualty Value, then such Casualty Value shall be appropriately increased or decreased solely to take account of the date as of which the Trustor suffers such recapture of ITC or ACRS and based otherwise on the same assumptions originally used in calculating the Casualty Values; provided that no adjustment will, under any circumstances and in any event, be an amount which, together with any other amounts required to be paid by Lessee hereunder, will be insufficient for Lessor to pay in full on any date and unpaid principal of and interest on the Notes with respect to which the Casualty Value is to be paid on such date. These Casualty Values include rental due; therefore, no additional rental shall be paid by Lessee upon Settlement of a Casualty Occurrence.

SCHEDULE D-2
(to Equipment Lease)
(Covered Hopper Cars)

Term Lease Commencement Date
or Fixed Rental
Payment Date on which
Casualty Value is Paid

Percentage of Purchase
Price Payable as
Casualty Value*

January 1, 1995	87.707049
July 1, 1995	80.697763
January 1, 1996	80.214647
July 1, 1996	76.236764
January 1, 1997	76.311993
July 1, 1997	72.021633
January 1, 1998	72.157098
July 1, 1998	67.509164
January 1, 1999	67.731914
July 1, 1999	62.695521
January 1, 2000	63.019461
July 1, 2000	57.560967
January 1, 2001	58.001736
July 1, 2001	52.084483
January 1, 2002	52.659659
July 1, 2002	46.243692
January 1, 2003	46.973004
July 1, 2003	40.014764
January 1, 2004	40.912766
July 1, 2004	33.410895
January 1, 2005	34.399433
July 1, 2005	26.681477
January 1, 2006	27.678083
July 1, 2006	20.023429
January 1, 2007	20.000002

*The percentages listed above include an allowance for recapture of investment tax credit pursuant to Section 47 of the Code ("ITC") and accelerated cost recovery system Deductions pursuant to Section 168 of the Code ("ACRS"). If any event giving rise to a payment of Casualty Value (or any payment determined by reference thereto) shall occur and the date as of which the Trustor suffers a recapture of ITC or ACRS shall be earlier or later than the date assumed in computing such Casualty Value, then such Casualty Value shall be appropriately increased or decreased solely to take account of the date as of which the Trustor suffers such recapture of ITC or ACRS and based otherwise on the same assumptions originally used in calculating the Casualty Values; provided that no adjustment will, under any circumstances and in any event, be an amount which, together with any other amounts required to be paid by Lessee hereunder, will be insufficient for Lessor to pay in full on any date and unpaid principal of and interest on the Notes with respect to which the Casualty Value is to be paid on such date. These Casualty Values include rental due; therefore, no additional rental shall be paid by Lessee upon Settlement of a Casualty Occurrence.

SCHEDULE D-2
(to Equipment Lease)
(Covered Hopper Cars)

SCHEDULE OF EARLY TERMINATION VALUE

The Early Termination Value for an Item of Equipment (Tank Cars) payable on January 1, 1997 or any Fixed Rental payment date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

<u>Fixed Rental Payment Date on which Early Termination Value is Paid</u>	<u>Percentage of Purchase Early Termination Value*</u>
January 1, 1987	102.253848
July 1, 1987	106.612567
January 1, 1988	103.673680
July 1, 1988	103.599156
January 1, 1989	102.319453
July 1, 1989	102.049254
January 1, 1990	100.663254
July 1, 1990	100.212427
January 1, 1991	98.732130
July 1, 1991	98.079732
January 1, 1992	96.496139
July 1, 1992	95.635470
January 1, 1993	95.954496
July 1, 1993	94.882279
January 1, 1994	95.090502
July 1, 1994	93.804550
January 1, 1995	93.894526
July 1, 1995	85.550033
January 1, 1996	85.591127
July 1, 1996	81.292288
January 1, 1997	81.340018
July 1, 1997	76.722429
January 1, 1998	76.802455
July 1, 1998	71.880182
January 1, 1999	71.968284
July 1, 1999	66.700682
January 1, 2000	66.827335
July 1, 2000	61.121979
January 1, 2001	61.353259
July 1, 2001	55.172402
January 1, 2002	55.525199
July 1, 2002	48.827760
January 1, 2003	49.321084
July 1, 2003	42.062306
January 1, 2004	42.717533
July 1, 2004	34.848644
January 1, 2005	35.658924
July 1, 2005	27.313374
January 1, 2006	28.320730
July 1, 2006	20.068742
January 1, 2007	20.000000

*These Early

Termination Values include rentals due; therefore no additional rental shall be paid by Lessee upon Early Termination.

SCHEDULE E-1
(to Equipment Lease)
(Tank Cars)

SCHEDULE OF EARLY TERMINATION VALUE

The Early Termination Value for an Item of Equipment (Airlslide Hopper Cars) payable on January 1, 1997 or any Fixed Rental payment date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

<u>Fixed Rental Payment Date on which Early Termination Value is Paid</u>	<u>Percentage of Purchase Price Payable as Early Termination Value*</u>
January 1, 1987	101.545345
July 1, 1987	105.750968
January 1, 1988	101.709244
July 1, 1988	101.558923
January 1, 1989	100.208414
July 1, 1989	99.710647
January 1, 1990	98.093820
July 1, 1990	97.225740
January 1, 1991	95.326484
July 1, 1991	94.133825
January 1, 1992	92.162759
July 1, 1992	90.870211
January 1, 1993	90.906372
July 1, 1993	89.521093
January 1, 1994	89.162172
July 1, 1994	88.068398
January 1, 1995	87.707049
July 1, 1995	80.697763
January 1, 1996	80.214647
July 1, 1996	76.236764
January 1, 1997	76.311993
July 1, 1997	72.021633
January 1, 1998	72.157098
July 1, 1998	67.509164
January 1, 1999	67.731914
July 1, 1999	62.695521
January 1, 2000	63.019461
July 1, 2000	57.560967
January 1, 2001	58.001736
July 1, 2001	52.084483
January 1, 2002	52.659659
July 1, 2002	46.243692
January 1, 2003	46.973004
July 1, 2003	40.014764
January 1, 2004	40.912766
July 1, 2004	33.410895
January 1, 2005	34.399433
July 1, 2005	26.681477
January 1, 2006	27.678083
July 1, 2006	20.023429
January 1, 2007	20.000002

*These Early Termination Values include rental due; therefore, no additional rental shall be paid by Lessee upon Optional Termination.

SCHEDULE E-2
(to Equipment Lease)

SCHEDULE OF OPTIONAL TERMINATION VALUE

The Optional Termination Value for an Item of Equipment (Tank Cars) payable on January 1, 1997 or any Fixed Rental payment date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

<u>Fixed Rental Payment Date on which Early Termination Value is Paid</u>	<u>Percentage of Purchase Price Payable as Optional Termination Value*</u>
January 1, 1987	102.253848
July 1, 1987	106.612567
January 1, 1988	103.673680
July 1, 1988	103.599156
January 1, 1989	102.319453
July 1, 1989	102.049254
January 1, 1990	100.663254
July 1, 1990	100.212427
January 1, 1991	98.732130
July 1, 1991	98.079732
January 1, 1992	96.496139
July 1, 1992	95.635470
January 1, 1993	95.954496
July 1, 1993	94.882279
January 1, 1994	95.090502
July 1, 1994	93.804550
January 1, 1995	93.894526
July 1, 1995	85.550033
January 1, 1996	85.591127
July 1, 1996	81.292288
January 1, 1997	81.340018
July 1, 1997	76.722429
January 1, 1998	76.802455
July 1, 1998	71.880182
January 1, 1999	71.968284
July 1, 1999	66.700682
January 1, 2000	66.827335
July 1, 2000	61.121979
January 1, 2001	61.353259
July 1, 2001	55.172402
January 1, 2002	55.525199
July 1, 2002	48.827760
January 1, 2003	49.321084
July 1, 2003	42.062306
January 1, 2004	42.717533
July 1, 2004	34.848644
January 1, 2005	35.658924
July 1, 2005	27.313374
January 1, 2006	28.320730
July 1, 2006	20.068742
January 1, 2007	20.000000

*These Optional Termination Values include rental due; therefore, no additional rental shall be paid by Lessee upon Optional Termination.

SCHEDULE F-1
(to Equipment Lease)

SCHEDULE OF OPTIONAL TERMINATION VALUE

The Optional Termination Value for an Item of Equipment (Airslide Hopper Cars) payable on January 1, 1997 or any Fixed Rental payment date thereafter shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule:

<u>Fixed Rental Payment Date on which Early Termination Value is Paid</u>	<u>Percentage of Purchase Price Payable as Optional Termination Value*</u>
January 1, 1987	101.545345
July 1, 1987	105.750968
January 1, 1988	101.709244
July 1, 1988	101.558923
January 1, 1989	100.208414
July 1, 1989	99.710647
January 1, 1990	98.093820
July 1, 1990	97.225740
January 1, 1991	95.326484
July 1, 1991	94.133825
January 1, 1992	92.162759
July 1, 1992	90.870211
January 1, 1993	90.906372
July 1, 1993	89.521093
January 1, 1994	89.162172
July 1, 1994	88.068398
January 1, 1995	87.707049
July 1, 1995	80.697763
January 1, 1996	80.214647
July 1, 1996	76.236764
January 1, 1997	76.311993
July 1, 1997	72.021633
January 1, 1998	72.157098
July 1, 1998	67.509164
January 1, 1999	67.731914
July 1, 1999	62.695521
January 1, 2000	63.019461
July 1, 2000	57.560967
January 1, 2001	58.001736
July 1, 2001	52.084483
January 1, 2002	52.659659
July 1, 2002	46.243692
January 1, 2003	46.973004
July 1, 2003	40.014764
January 1, 2004	40.912766
July 1, 2004	33.410895
January 1, 2005	34.399433
July 1, 2005	26.681477
January 1, 2006	27.678083
July 1, 2006	20.023429
January 1, 2007	20.000002

*These Optional Termination Values include rental due; therefore, no additional rental shall be paid by Lessee upon Optional Termination.

SCHEDULE F-2
(to Equipment Lease)

SCHEDULE OF FIXED RENTAL PAYMENTS ON TANK CARS

<u>Fixed Rental Payment Date</u>	<u>Percentage of Purchase Price Payable as Fixed Rental</u>
July 1, 1987	3.3133208*
January 1, 1988	4.1310060*
July 1, 1988	3.2748941*
January 1, 1989	4.1694327*
July 1, 1989	3.2327977*
January 1, 1990	4.2115291*
July 1, 1990	3.1866811*
January 1, 1991	4.2576457*
July 1, 1991	3.1361604*
January 1, 1992	4.3081664*
July 1, 1992	3.0808148*
January 1, 1993	4.3635119*
July 1, 1993	3.0331224*
January 1, 1994	4.4112044*
July 1, 1994	2.9825145*
January 1, 1995	4.4618122*
January 1, 1995	6.5284164**
July 1, 1995	2.5700214**
January 1, 1996	6.7103014**
July 1, 1996	2.3881364**
January 1, 1997	6.8842390**
July 1, 1997	2.2141988**
January 1, 1998	7.0379810**
July 1, 1998	2.0604568**
January 1, 1999	7.2227025**
July 1, 1999	1.8757353**
January 1, 2000	7.4900300**
July 1, 2000	1.6084077**
January 1, 2001	7.7841674**
July 1, 2001	1.3142703**
January 1, 2002	8.1078036**
July 1, 2002	.9906342**
January 1, 2003	8.4638968**
July 1, 2003	.6345410**
January 1, 2004	8.8557021**
July 1, 2004	.2427356**
January 1, 2005	9.0984378**
July 1, 2005	.0000000**
January 1, 2006	8.9854724**
July 1, 2006	.1129653**

Total

* Rents in Arrears

** Rents in Advance

SCHEDULE G-1
(to Equipment Lease)

6028E

SCHEDULE OF FIXED RENTAL PAYMENTS ON AIRSLIDE HOPPER CARS

<u>Fixed Rental Payment Date</u>	<u>Percentage of Purchase Price Payable as Fixed Rental</u>
July 1, 1987	3.0159240*
January 1, 1988	3.9036867*
July 1, 1988	2.9740864*
January 1, 1989	3.9455242*
July 1, 1989	2.9282534*
January 1, 1990	3.9913573*
July 1, 1990	2.8780437*
January 1, 1991	4.0415670*
July 1, 1991	2.8230385*
January 1, 1992	4.0965722*
July 1, 1992	2.7758629*
January 1, 1993	4.1437478*
July 1, 1993	3.1130930*
January 1, 1994	3.8065177*
July 1, 1994	3.0694800*
January 1, 1995	3.8501302*
January 1, 1995	5.5641337**
July 1, 1995	2.8929975**
January 1, 1996	6.2392931**
July 1, 1996	2.2178381**
January 1, 1997	6.4217280**
July 1, 1997	2.0354033**
January 1, 1998	6.6409677**
July 1, 1998	1.8161635**
January 1, 1999	6.8821944**
July 1, 1999	1.5749369**
January 1, 2000	7.1476139**
July 1, 2000	1.3095173**
January 1, 2001	7.4396519**
July 1, 2001	1.0174793**
January 1, 2002	7.7609779**
July 1, 2002	.6961533**
January 1, 2003	8.1145296**
July 1, 2003	.3426016**
January 1, 2004	8.4571312**
July 1, 2004	.0000000**
January 1, 2005	8.4571312**
July 1, 2005	.0000000**
January 1, 2006	8.3968510**
July 1, 2006	.0602798**

Total

* Rents in Arrears

** Rents in Advance

SCHEDULE G-2
(to Equipment Lease)

6028E